



CORPORATION SERVICE COMPANY

May 3, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RE: 143369-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 31, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ST. MARYS CEMENT INC.**
9333 Dearborn Street Detroit, MI 48209

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ST. MARYS CEMENT INC.** covering 15 covered hopper cars with reporting marks and numbers –CEFX 96262 – CEFX 96432 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # ~~2409~~ ²⁴⁴⁰⁹ dated 04/14/2003 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

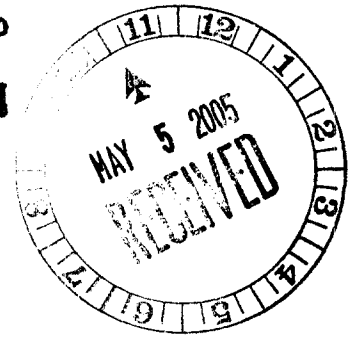
April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 24409-F FILED

MAY 05 '05

4-10PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31st day of January, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ST. MARYS CEMENT INC. (U.S.), a Delaware corporation, with an address at 9333 Dearborn St., Detroit, MI 48209 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lesser and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 28, 2002 covering the equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 14, 2003 and given Recordation Number 2409.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 24409-F FILED

MAY 05 '05

4-10 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ST. MARYS CEMENT INC. (U.S.)

By: Jim Reznick
Name: Jim Reznick
Title: Distribution Manager

Schedule A

Number of Cars

Equipment Description

15 3,230 C.F., P.D. covered hopper car

1	CEFX	96262
2	CEFX	96419
3	CEFX	96420
4	CEFX	96421
5	CEFX	96422
6	CEFX	96423
7	CEFX	96424
8	CEFX	96425
9	CEFX	96426
10	CEFX	96427
11	CEFX	96428
12	CEFX	96429
13	CEFX	96430
14	CEFX	96431
15	CEFX	96432